

RECORDATION NO. 23270-C FILED

DEC 21 '00 3-15 PM
75
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 21, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Trust Indenture Supplement No. 1, dated as of December 21, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture which is being filed with the Board under Recordation Number 23270.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company
100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: State Street Bank and Trust
Company of Connecticut, N.A.
Global Investor Services Group
Corporate Trust
P.O. Box 778
Boston, MA 02102-0778

A description of the railroad equipment covered by the enclosed document is:

81 locomotives CP 8500 - CP 8580

Mr. Vernon A. Williams
December 21, 2000
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 between
Wilmington Trust Company, Owner Trustee, and State Street
Bank Trust Company of Connecticut, N.A., Indenture Trustee,
covering 81 locomotives CP 8500 - CP 8580.

Also enclosed is a check in the amount of \$26.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(CPRC 2000-A)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of December 21, 2000, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and State Street Bank and Trust Company of Connecticut, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (CPRC 2000-A), dated as of December __, 2000 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (CPRC 2000-A), dated December __, 2000, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

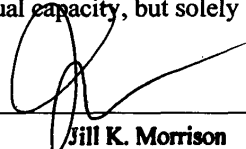
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

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SURFACE TRANSPORTATION BOARD

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By  _____

Name: **Jill K. Morrison**
Title: **Financial Services Officer**

Executed on this 18 day of December, 2000.

STATE STREET BANK AND TRUST COMPANY OF
CONNECTICUT, NATIONAL ASSOCIATION

By _____

Name:
Title

Executed on this ____ day of December, 2000.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 2000.

STATE STREET BANK AND TRUST COMPANY OF
CONNECTICUT, NATIONAL ASSOCIATION

By  _____
Name: Alison Della Bella
Title: Assistant Vice President

Executed on this 18 day of December, 2000.

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 18 day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared Mark Morrison, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on December 18, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Leigh Enmi
Name: LEIGH ENMI
Notary Public NOTARY PUBLIC
My Commission Expires: My Commission Expires August 1, 2002
Residing in Delaware

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on December __, 2000 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on December __, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

COMMONWEALTH OF MASSACHUSETTS)
) SS.:
COUNTY OF SUFFOLK)

On this, the 18 day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared Alison Della Bella, who being by me duly sworn, says that (s)he is the Assistant Vice President of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on December __, 2000 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

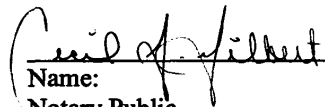

Name: _____ CECIL A. GILBERT
Notary Public
My Commission Expires July 12, 2002
My Commission Expires:
Residing in Suffolk County

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric Model AC4400 Diesel Electric Locomotives	81	CP 8500 through CP 8580, inclusive